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**Hearing Date: May 21, 2019 at 10:00 a.m. (ET)**  
**Objection Deadline: May 14, 2019 at 4:00 p.m. (ET)**

and

Tobey M. Daluz\*  
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(\**Pro Hac Vice* admission pending)

*Proposed Counsel to Fee Examiner*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re : Chapter 11  
:   
SEARS HOLDINGS CORPORATION, *et al.*, : Case No. 18-23538 (RDD)  
:   
: (Jointly Administered)  
Debtors.<sup>1</sup> :

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears

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**NOTICE OF APPLICATION OF FEE EXAMINER, PURSUANT TO  
SECTION 327(a) OF THE BANKRUPTCY CODE, BANKRUPTCY RULE 2014,  
AND LOCAL BANKRUPTCY RULES 2014-1 AND 2016-1, FOR THE ENTRY OF  
AN ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF BALLARD  
SPAHR LLP AS COUNSEL TO THE FEE EXAMINER, *NUNC PRO TUNC* TO  
THE APPOINTMENT DATE**

**PLEASE TAKE NOTICE THAT** on May 7, 2019, the Fee Examiner (the “Fee Examiner”) in the chapter 11 cases of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) hereby files the **Application of Fee Examiner, Pursuant to Section 327(a) of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Bankruptcy Rules 2014-1 and 2016-1, for the Entry of an Order Authorizing the Retention and Employment of Ballard Spahr LLP as Counsel to the Fee Examiner, *Nunc Pro Tunc* to the Appointment Date** (the “Application”) with the United States Bankruptcy Court for the Southern District of New York, (the “Bankruptcy Court”).

**PLEASE TAKE FURTHER NOTICE THAT** any objections or responses to the relief requested in the Application must be in writing and filed with the Clerk of the United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York 10601 on or before **May 14, 2019 at 4:00 p.m. (prevailing Eastern Time)** (the “Objection Deadline”), and served in accordance with the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 [Docket No. 405].

**PLEASE TAKE FURTHER NOTICE THAT** if a response is timely filed, served, and received, you or your attorney must attend the hearing on the Application scheduled to be held

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Brands Management Corporation (5365). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

before the Honorable Robert D. Drain, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Southern District of New York, 300 Quarropas Street, White Plains, New York, 10601 on **May 21, 2019 at 10:00 a.m. (prevailing Eastern Time)** (the “Hearing”).

**PLEASE TAKE FURTHER NOTICE THAT IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED BY THE APPLICATION WITHOUT FURTHER NOTICE OR HEARING.**

Dated: May 7, 2019

*/s/ Paul E. Harner*

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*Fee Examiner*